

Robert J. Rosenberg
Direct Dial: (212) 906-1370

53rd at Third
885 Third Avenue
New York, New York 10022-4834
Tel: (212) 906-1200 Fax: (212) 751-4864
www.lw.com

LATHAM & WATKINS LLP

FIRM / AFFILIATE OFFICES

Boston	New York
Brussels	Northern Virginia
Chicago	Orange County
Frankfurt	Paris
Hamburg	San Diego
Hong Kong	San Francisco
London	Shanghai
Los Angeles	Silicon Valley
Milan	Singapore
Moscow	Tokyo
New Jersey	Washington, D.C.

November 15, 2005

Deirdre A. Martini, Esq.
United States Trustee
33 Whitehall Street, Suite 2100
New York, NY 10004

Re: In re Delphi Corporation

Dear Ms. Martini:

We are in receipt of your letter dated November 2, 2005. As you requested, the Official Unsecured Creditors' Committee of Delphi Corporation (the "Committee") has reviewed the requests made of you by the International Union, UAW (the "UAW"), the Pension Benefit Guaranty Corporation (the "PBGC"), Tyco Electronics Corporation ("Tyco"), and Law Debenture Trust Company of New York ("Law Debenture") to reconsider your decision not to appoint each as a member of the Committee. The Committee spent a significant amount of time discussing the request of each of these four entities. For the reasons set forth below, the Committee sees no need for you to reconsider your decision.

The UAW and PBGC are both separately and well represented in these cases. The Committee, through its co-chairs, is reaching out to the UAW and the PBGC for the purpose of arranging a meeting or, the Committee hopes, a series of meetings for the UAW and the PBGC to discuss with the Committee their respective issues and concerns regarding the Debtors and to open an ongoing dialogue between each and the Committee. To the extent the UAW and PBGC are willing to do so, the Committee will work with each to facilitate the Debtors' reorganization.

Both Tyco and Law Debenture hold or represent claims similar in origin and priority to those of current Committee members. The Committee believes that the unsecured creditors are fully and fairly represented by the Committee's current members.

We are pleased to report that the Committee is well balanced and has functioned extremely well to date through its current seven members. The Committee believes that altering its voting composition will not improve its ability to advance the interests of all unsecured creditors.

DEIRDRE A. MARTINI
November 15, 2005
Page 2

LATHAM & WATKINS LLP

I would, of course, be happy to discuss any of this with you further. Please do not hesitate to contact me if you have any questions regarding this or any other matter.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Robert J. Rosenberg".

Robert J. Rosenberg
of LATHAM & WATKINS LLP

cc: Alicia M. Leonhard, Esq.
Official Unsecured Creditors'
Committee of Delphi Corporation
Jack Butler, Esq.
Kayalyn Marafioti, Esq.
Robert J. Stark, Esq.
Jeffrey B. Cohen, Esq.
Bruce H. Simon, Esq.
Richard J. Suminski, Esq.